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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Bellagio At Sun City Center Ft. Myers Property Owner

Certificate of Status	1
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Page Count	05
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
BELLAGIO AT SUN CITY CENTER FT. MYERS PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be **BELLAGIO AT SUN CITY CENTER FT. MYERS PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Neighborhood Association"), and its initial office for the transaction of its affairs shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134, and the initial Registered Agent at that address is Vivien N. Hastings.

ARTICLE II: PURPOSES

This Neighborhood Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Neighborhood Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Neighborhood Association in furtherance of one or more of its purposes. The general purpose of this Neighborhood Association is to promote the common interests of the property owners in Bellagio at Sun City Center Ft. Myers (hereinafter referred to as the "Neighborhood"), and the specific purpose is to perform the functions of the Neighborhood Association contemplated in the Declaration of Covenants, Conditions and Restrictions for the Neighborhood recorded in the Public Records of Lee County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Neighborhood Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Neighborhood Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a member

Prepared by: Robert S. Freedman, Esquire, Carlton Fields, P.A., One Harbour Place,
Tampa, FL 33602 (813) 223-7000 Fla. Bar No. 881562

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of the Neighborhood Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a member of the Neighborhood Association, and a membership in the Neighborhood Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Neighborhood Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Neighborhood Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Neighborhood Association shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members shall be all persons owning record title to the Lots of the Neighborhood ("Homeowners") except the Developer. All Class B memberships shall belong to the Developer. Upon termination of Class B membership as provided below, Class A members shall be all Homeowners, including the Developer so long as such Developer is a Homeowner. Subject to the provisions of Section A of this Article, members, Class A or Class B, are entitled to cast one vote for each Lot owned. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated, the Developer shall be entitled to solely appoint all Members of the Board. The Class B membership will terminate and convert automatically to Class A membership, and transfer of control of the Neighborhood Association for the Members other than the Developer shall occur, upon the happening of any of the following, whichever occurs first:

(a) Three months after 90% of the Lots in all portions of the Neighborhood which are or may be ultimately subject to governance by the Neighborhood Association have been conveyed to third party Homeowners; or

(b) When the Developer waives its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Lee County, Florida.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, the Corporation shall ensure that the maintenance of the surface water management system is delegated, transferred or assigned to a similar not-for-profit corporation.

ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

NAME

Robert S. Freedman

ADDRESSCarlton Fields, P.A.
One Harbour Place
777 S. Harbour Island Boulevard
Tampa, Florida 33602-5799**ARTICLE VI: MANAGEMENT**

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Neighborhood Association from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Neighborhood Association, and shall hold office until their respective successors are duly elected and qualified; provided, however, that the Developer shall be entitled to solely appoint all members of the Board of Directors prior to transfer of control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Neighborhood Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Neighborhood Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members of the Neighborhood Association except with respect to those who are elected by the Class B members. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Neighborhood Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Neighborhood Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after fifty percent (50%) of the Lots in the Neighborhood have been conveyed to Class A members.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

<u>Title</u>	<u>Identity</u>
President	Tim Oak
Vice President	Valerie McChesney
Secretary-Treasurer	Milt Flinn

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Neighborhood Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Tim Oak	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
Valerie McChesney	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
Milt Flinn	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134

ARTICLE IX: BY-LAWS

The By-Laws of the Neighborhood Association shall be adopted by the Initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any Lots in the Neighborhood.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any Lots in the Neighborhood, and (b) no amendment which will affect any aspect of the surface water management system located on the Property shall be effective without the prior written approval of the South Florida Water Management District.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Neighborhood Association is:

Vivien N. Hastings
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

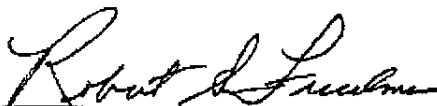
The above address is also the address of the registered office of the Neighborhood Association.

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FROM: CF 5TH FL
AUDIT NO. H01000119017 1

FAX NO.: 8132294260

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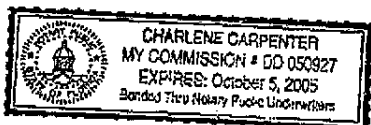

Robert S. Freedman, Incorporator


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5th day of December, 2001, by ROBERT S. FREEDMAN, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires:

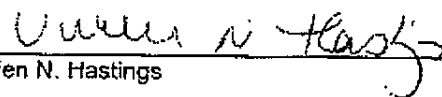
(AFFIX NOTARY SEAL)




(Signature)
Name Charlene Carpenter
(Legibly Printed)
Notary Public, State of Florida
DD050927
(Serial Number, if any)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Bellagio at Sun City Center Ft. Myers Property Owners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


Vivien N. Hastings

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